

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

CREIGHTON TAKATA, Individually
and on behalf of all others similarly
situated,

Plaintiff,

v.

RIOT BLOCKCHAIN, INC. F/K/A,
BIOPTIX, INC., JOHN O'ROURKE,
JEFFREY G. MCGONEGAL, BARRY
HONIG, CATHERINE
DEFRANCESCO, MICHAEL
BEEGHLEY, JOHN STETSON, MARK
GROSSMAN, ANDREW KAPLAN,
MIKE DAI, JASON LES, and ERIC SO,

Defendants.

Civil No. 3:18-CV-02293(FLW)(TJB)

MOTION DATE: July 6, 2020

**DECLARATION OF D. SCOTT CARLTON IN SUPPORT OF
DEFENDANTS' OPPOSITION TO LEAD PLAINTIFF'S MOTION FOR
LEAVE TO FILE [PROPOSED] CONSOLIDATED SECOND AMENDED
CLASS ACTION COMPLAINT**

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RIOT BLOCKCHAIN, INC., JOHN O'ROURKE, AND MICHAEL BEEGHLEY

DECLARATION OF D. SCOTT CARLTON

I, D. Scott Carlton, declare and state as follows:

1. I am an attorney duly admitted to practice in the State of California and to appear before this Court *pro hac vice*. I am of counsel in the firm of Paul Hastings LLP, counsel of record for Defendants Riot Blockchain (“Riot” or the “Company”), Michael Beeghley, and John O’Rourke (collectively, the “Defendants”) in the above-captioned matters. I make this declaration in support of the Defendants’ Request for Judicial Notice, filed in support of Defendants’ Opposition to Lead Plaintiff’s Motion for Leave to File [Proposed] Consolidated Second Amended Class Action Complaint. I have personal knowledge of the facts stated herein and, if called upon to testify under oath, I could and would testify competently thereto.

2. Attached hereto as Exhibit “A” is a true and correct copy of Bioptix, Inc.’s (“Bioptix”) March 16, 2017 Form 8-K, and Exhibit 10.1 attached thereto, filed with the Securities and Exchange Commission (“SEC”), as obtained by my office from the SEC’s publicly available EDGAR website at <https://www.sec.gov/Archives/edgar/data/1167419/000107997317000154/0001079973-17-000154-index.htm>.

3. Attached hereto as Exhibit “B” is a true and correct copy of Bioptix’s March 22, 2017 Notice of Exempt Offering of Securities on Form D filed with the

SEC, as obtained by my office from the SEC's publicly available website at https://www.sec.gov/Archives/edgar/data/1167419/000107997317000177/xslFormDX01/primary_doc.xml.

4. Attached hereto as Exhibit "C" is a true and correct copy of Bioptix's July 19, 2017 Form S-3 (Amendment No. 1) filed with the SEC, as obtained by my office from the SEC's publicly available EDGAR website at https://www.sec.gov/Archives/edgar/data/1167419/000107997317000415/bioptix_s3.htm.

5. Attached hereto as Exhibit "D" are relevant excerpts from a true and correct copy of Riot's Form 10-K filed with the SEC on April 17, 2018, as obtained by my office from the SEC's publicly available EDGAR website at https://www.sec.gov/Archives/edgar/data/1167419/000107997318000264/riot_10k-123117.htm.

6. Attached hereto as Exhibit "E" is a true and correct copy of Riot's May 25, 2018 Form 8-K/A filed with the SEC, as obtained by my office from the SEC's publicly available EDGAR website at https://www.sec.gov/Archives/edgar/data/1167419/000107997318000350/riot_8ka.htm.

7. Attached hereto as Exhibit "F" is a true and correct copy of Riot's December 19, 2017 Form 8-K, and Exhibit 10.1 attached thereto, filed with the

SEC, as obtained by my office from the SEC's publicly available EDGAR website at

<https://www.sec.gov/Archives/edgar/data/1167419/000107997317000747/0001079973-17-000747-index.htm>.

8. Attached hereto as Exhibit "G" are relevant excerpts from a true and correct copy of Bioptix's Form 10-K filed with the SEC on March 31, 2017, as obtained by my office from the SEC's publicly available EDGAR website at https://www.sec.gov/Archives/edgar/data/1167419/000107997317000206/bioptix_10k-123116.htm.

9. Attached hereto as Exhibit "H" is a true and correct copy of Riot's December 27, 2017 Notice of Exempt Offering of Securities on Form D, as obtained by my office from the SEC's publicly available EDGAR website at https://www.sec.gov/Archives/edgar/data/1167419/000107997317000761/xslFormDX01/primary_doc.xml.

10. Attached hereto as Exhibit "I" are relevant excerpts from a true and correct copy of Riot's November 13, 2017 Form 10-Q filed with the SEC, as obtained by my office from the SEC's publicly available EDGAR website at https://www.sec.gov/Archives/edgar/data/1167419/000107997317000667/riot_10q-093017.htm.

11. Attached hereto as Exhibit “J” are relevant excerpts from a true and correct copy of Riot’s December 12, 2017 DEF 14A filed with the SEC, as obtained by my office from the SEC’s publicly available EDGAR website at https://www.sec.gov/Archives/edgar/data/1167419/000107997317000733/riot_def14a.htm.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct and that this declaration is executed on the 22nd day of June 2020, at Glendale, California.

/s/ D. Scott Carlton

D. Scott Carlton